

Laurel-Hattiesburg, Mississippi Combination

Frequency proposes to acquire the licenses of the following seven radio stations which have overlapping principal community contours and/or are listed as “home” to an Arbitron Metro market or are licensed to a community within the geographic boundaries of an Arbitron Metro market:

| <i>Station</i> | <i>Community</i> | <i>Current Licensee</i> |
|-----------------------|-------------------------|--------------------------------|
| WHER(FM) | Heidelberg, MS | CC Licenses |
| WJKX(FM) | Ellisville, MS | CC Licenses |
| WNSL(FM) | Laurel, MS | CC Licenses |
| WUSW(FM) | Hattiesburg, MS | CC Licenses |
| WZLD(FM) | Petal, MS | CC Licenses |
| WEEZ(AM) | Laurel, MS | CC Licenses |
| WFOR(AM) | Hattiesburg, MS | CC Licenses |

As described below and in the attached Engineering Statement, the instant application complies with the FCC’s current local radio ownership rules utilizing the Commission’s modified contour overlap methodology.¹ CC Licenses’s current interests in the seven stations listed above is a “grandfathered” combination, as it complies with the multiple ownership rules under the contour overlap methodology and pre-dates the effective date of the Arbitron Metro market methodology adopted by the Commission in 2003.² Frequency proposes to assign the license of at least one of the stations listed above to a divestiture trust prior to or contemporaneously with the closing of the merger. Upon the completion of these transactions, Frequency’s attributable interests in the Laurel-Hattiesburg Arbitron metro market will comply with the Commission’s local radio ownership rule under the Arbitron Markets methodology.

Arbitron Markets Methodology: All seven stations identified above are listed by Arbitron as “home” to the Laurel-Hattiesburg, Mississippi radio market.³ The communities of license of all stations except WHER(FM), Heidelberg, Mississippi are located within the geographic boundaries of that market.⁴ The BIA Media Access Pro Database identifies twenty-three full-power commercial and non-commercial stations as

¹ See 2002 Biennial Regulatory Review – Review of the Commission’s Broadcast Ownership Rules and Other Rules Adopted Pursuant to Section 202 of the Telecommunications Act of 1996, *Report & Order & Notice of Proposed Rulemaking*, 18 FCC Rcd 13,620, ¶ 285 (2003) (“*Biennial Review*”).

² Biennial Review at ¶484.

³ See BIA Financial Network, “Laurel-Hattiesburg, MS Market Overview” and “FCC Geographic Market Definition for Laurel-Hattiesburg, MS,” *available at* BIA Media Access Pro Database.

⁴ Id.

“home” to or licensed within the Laurel-Hattiesburg market. Frequency may hold attributable interests in only six of the seven stations listed above in this market, and accordingly, Frequency proposes to assign the license of one of the stations listed above to a properly insulated divestiture trust prior to or contemporaneously with the closing of the transactions contemplated by the instant application, in compliance with well-established Commission precedent regarding insulated trusts. After assignment to the trust, Frequency’s interests in the Laurel-Hattiesburg market will comply with the local radio ownership rule under the Arbitron Metro Market methodology.

Modified Contour Overlap Methodology: As detailed in the attached Engineering Statement, the principal community contours of a number of the stations listed above overlap each other, creating three separate radio markets in which Frequency proposes to hold an attributable interest.

Market 1. Overlap of the principal community contours of WFOR(AM), WEEZ(AM), WNSL(FM), WUSW(FM), and WZLD(FM) creates one radio market for application of the Commission’s modified contour overlap methodology. As shown in the attached Engineering Statement, this market includes at least twenty-eight additional full-power stations in which Frequency does not propose to hold an attributable interest, for a total market of thirty-three full-power radio stations. Consequently, Frequency’s proposed ownership of three FM stations and two AM stations in this market complies with the Commission’s local radio ownership rule.

Market 2. Overlap of the principal community contours of WEEZ(AM), WJKX(FM), WNSL(FM), WUSW(FM), and WZLD(FM) creates a second radio market for application of the Commission’s modified contour overlap methodology. As shown in the attached Engineering Statement, this market includes at least twenty-eight additional full-power stations in which Frequency does not propose to hold an attributable interest, for a total market of thirty-three full-power radio stations. Consequently, Frequency’s proposed ownership of four FM stations and one AM station in this market complies with the Commission’s local radio ownership rule.

Market 3. Overlap of the principal community contours of WEEZ(AM), WJKX(FM), WNSL(FM), WUSW(FM), and WHER(FM) creates a third radio market for application of the Commission’s modified contour overlap methodology. As shown in the attached Engineering Statement, this market includes at least thirty-one additional full-power stations in which Frequency does not propose to hold an attributable interest, for a total market of thirty-six full-power radio stations. Consequently, Frequency’s proposed ownership of four FM stations and one AM station in this market complies with the Commission’s local radio ownership rule.

ATTACHMENT 1

Engineering Exhibit of duTreil, Lundin & Rackley, Inc.

ENGINEERING STATEMENT
RADIO MULTIPLE OWNERSHIP ANALYSIS
LAUREL/HATTIESBURG, MISSISSIPPI

This radio multiple ownership analysis was prepared to consider common ownership of the stations tabulated below under the FCC “Interim” contour analysis method. * GoodRadio.TV License, LLC. is acquiring several radio stations in the Laurel/Hattiesburg, Mississippi area. Below is a tabulation of facilities for each station.

| Call Sign / Facility ID | Location | Facilities |
|-------------------------|-----------------|-----------------------|
| WHER(FM)/52618 | Heidelberg, MS | CH 257C2 50 kW 150 M |
| WJKX(FM)/61116 | Ellisville, MS | CH 273C2 50 kW 150 M |
| WNSL(FM)/16784 | Laurel, MS | CH 262C0 100 kW 324 M |
| WUSW(FM)/54611 | Hattiesburg, MS | CH 279C0 100 kW 324 M |
| WZLD(FM)/66954 | Petal, MS | CH 292A 1.8 KW 122 M |
| WEEZ(AM)/16785 | Laurel, MS | 890 kHz 10 kW-D ND |
| WFOR(AM)/54612 | Hattiesburg, MS | 1400 kHz 1 kW-U DA-1 |

The principal community contours of these stations are depicted on a map included herein as Figure 1. Since the principal community contours (5 mV/m for AM stations, 3.16 mV/m for FM stations) of some of the stations are involved in mutual overlap, an ownership study was prepared in accordance with the Federal Communications Commission multiple ownership rules as outlined in Section 73.3555.

* See Report and Order and Notice of Proposed Rulemaking, MB Docket 02-277, FCC 03-127, Released July 2, 2003.

Radio Markets

The “radio markets” applicable to common ownership of the subject stations are defined as the areas encompassed by the mutually overlapping principal community contours of the stations proposed to be commonly owned. The table below lists the defined markets:

| Defined Radio Market | Stations that Define Radio Market | |
|----------------------|-----------------------------------|---------------------|
| | AM Stations | FM Stations |
| Market 1 | WFOR/WEEZ | WNSL/WUSW/WZLD |
| Market 2 | WEEZ | WJKX/WNSL/WUSW/WZLD |
| Market 3 | WEEZ | WJKX/WNSL/WUSW/WHER |

Count of Stations in the Defined Market

The number of radio stations in a “radio market” is determined by counting the operating stations having principal community contours which overlap or intersect the principal community contours which define the radio market. Only those stations located within 92 km of the perimeter of the mutual overlap area of the defined market area were employed in the count of stations. Commonly owned stations were not considered in the count of stations in the defined markets. The results of the analysis are tabulated below:

| Defined Radio Markets | Minimum Number of Other Stations in the Radio Market |
|-----------------------|--|
| Market 1 | 7 AM, 21 FM; 28 Total |
| Market 2 | 6 AM, 22 FM; 28 Total |
| Market 3 | 7 AM, 24 FM; 31 Total |

Figure 2 are tabulations of the radio stations identified in the defined radio market. Only known licensed, operating stations were employed for the study. Distances to the AM coverage contours were predicted using the antenna patterns as identified in the Commission's AM database and the appropriate Ground Wave Field Strength versus Distance Graph of 47 CFR 73.184. Ground conductivity data were obtained from FCC Figure M3. Distances to the FM contours were determined based on the method of 47 CFR 73.313. Terrain data was derived from the N.G.D.C. 30 second computer database for each of the FM stations using radials evenly-spaced every 45 degrees of azimuth.

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May 9, 2007

CONSULTING ENGINEERS
SINCE 1941
MAY 2007

Jasper Co.

Marion Co.

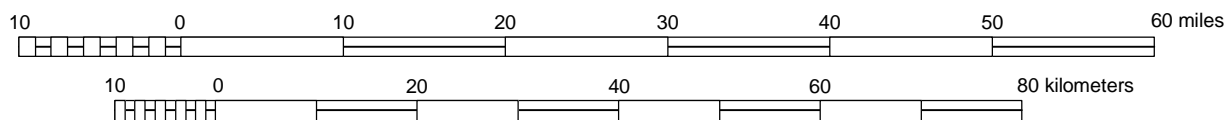
Lamar Co.

Greene Co.

Radio Markets:

- Market 1 (Hattiesburg):**
 - WFOR(AM) Hattiesburg, MS 1400 kHz 1 kW-U ND
- Market 2 (Petal):**
 - WZLD(FM) Petal, MS CH 292A 1.8 KW 122 M
- Market 3 (Laurel):**
 - WNSL(FM) Laurel, MS CH 262C0 100 KW 324 M
 - WJKX(FM) Ellisville, MS CH 273C2 50 KW 150 M
 - WHER(FM) Heidelberg, MS CH 257C2 50 KW 150 M

Number in Circle Indicates Radio Market



GOODRADIO.TV LICENSE, LLC.

du Treil, Lundin & Rackley, Inc., Sarasota, Florida

TECHNICAL STATEMENT
RADIO MULTIPLE OWNERSHIP ANALYSIS
GOODRADIO.TV LICENSE, LLC.

Tabulation of Other Stations Defined in the Radio Market #1

| <u>Call Sign</u> | <u>Community of License</u> | <u>State</u> | <u>Channel</u> |
|------------------|-----------------------------|--------------|----------------|
| WMAW-FM | Meridian | MS | 201 |
| WUSM-FM | Hattiesburg | MS | 203 |
| WAIL | Hattiesburg | MS | 207 |
| WZKM | Waynesboro | MS | 209 |
| WMAH-FM | Biloxi | MS | 212 |
| WATP | Laurel | MS | 214 |
| WAOY | Gulfport | MS | 219 |
| WJMG | Hattiesburg | MS | 221 |
| WGDQ | Hattiesburg | MS | 226 |
| WKZW | Sandersville | MS | 232 |
| WZNF | Lumberton | MS | 237 |
| WBBN | Taylorsville | MS | 240 |
| WXHB | Richton | MS | 243 |
| WXAB | McLain | MS | 245 |
| WFMM | Sumrall | MS | 247 |
| WMXI | Laurel | MS | 251 |
| WLKO | Quitman | MS | 255 |
| WXRR | Hattiesburg | MS | 283 |
| WABO-FM | Waynesboro | MS | 288 |
| WKNZ | Collins | MS | 296 |
| WZKX | Bay St. Louis | MS | 300 |
| WSJC | Magee | MS | 810 |
| WHSY | Hattiesburg | MS | 950 |
| WABO | Waynesboro | MS | 990 |
| WAML | Laurel | MS | 1340 |
| WROA | Gulfport | MS | 1390 |
| WIZK | Bay Springs | MS | 1570 |
| WORV | Hattiesburg | MS | 1580 |

Tabulation of Other Stations Defined in the Radio Market #2

| <u>Call Sign</u> | <u>Community of License</u> | <u>State</u> | <u>Channel</u> |
|------------------|-----------------------------|--------------|----------------|
| WMAW-FM | Meridian | MS | 201 |
| WUSM-FM | Hattiesburg | MS | 203 |
| WMBU | Forest | MS | 206 |
| WAIL | Hattiesburg | MS | 207 |
| WZKM | Waynesboro | MS | 209 |
| WMAH-FM | Biloxi | MS | 212 |
| WATP | Laurel | MS | 214 |
| WAOY | Gulfport | MS | 219 |
| WJMG | Hattiesburg | MS | 221 |
| WGDQ | Hattiesburg | MS | 226 |
| WKZW | Sandersville | MS | 232 |
| WZNF | Lumberton | MS | 237 |
| WBBN | Taylorsville | MS | 240 |
| WXHB | Richton | MS | 243 |

Figure 2

| <u>Call Sign</u> | <u>Community of License</u> | <u>State</u> | <u>Channel</u> |
|------------------|-----------------------------|--------------|----------------|
| WXAB | Mclain | MS | 245 |
| WFMM | Sumrall | MS | 247 |
| WMXI | Laurel | MS | 251 |
| WLKO | Quitman | MS | 255 |
| WXRR | Hattiesburg | MS | 283 |
| WABO-FM | Waynesboro | MS | 288 |
| WKNZ | Collins | MS | 296 |
| WZKX | Bay St. Louis | MS | 300 |
| WSJC | Magee | MS | 810 |
| WHSY | Hattiesburg | MS | 950 |
| WABO | Waynesboro | MS | 990 |
| WAML | Laurel | MS | 1340 |
| WIZK | Bay Springs | MS | 1570 |
| WORV | Hattiesburg | MS | 1580 |

Tabulation of Other Stations Defined in the Radio Market #3

| <u>Call Sign</u> | <u>Community of License</u> | <u>State</u> | <u>Channel</u> |
|------------------|-----------------------------|--------------|----------------|
| WMAW-FM | Meridian | MS | 201 |
| WUSM-FM | Hattiesburg | MS | 203 |
| WMBU | Forest | MS | 206 |
| WAIJ | Hattiesburg | MS | 207 |
| WZKM | Waynesboro | MS | 209 |
| WMAH-FM | Biloxi | MS | 212 |
| WATP | Laurel | MS | 214 |
| WAOY | Gulfport | MS | 219 |
| WJMG | Hattiesburg | MS | 221 |
| WQST-FM | Forest | MS | 223 |
| WGDQ | Hattiesburg | MS | 226 |
| WKZW | Sandersville | MS | 232 |
| WZNF | Lumberton | MS | 237 |
| WBBN | Taylorsville | MS | 240 |
| WXHB | Richton | MS | 243 |
| WXAB | Mclain | MS | 245 |
| WFMM | Sumrall | MS | 247 |
| WMXI | Laurel | MS | 251 |
| WLKO | Quitman | MS | 255 |
| WXRR | Hattiesburg | MS | 283 |
| WABO-FM | Waynesboro | MS | 288 |
| WKNZ | Collins | MS | 296 |
| WKXI-FM | Magee | MS | 298 |
| WZKX | Bay St. Louis | MS | 300 |
| WSJC | Magee | MS | 810 |
| WQST | Forest | MS | 850 |
| WHSY | Hattiesburg | MS | 950 |
| WABO | Waynesboro | MS | 990 |
| WAML | Laurel | MS | 1340 |
| WIZK | Bay Springs | MS | 1570 |
| WORV | Hattiesburg | MS | 1580 |

ATTACHMENT 2

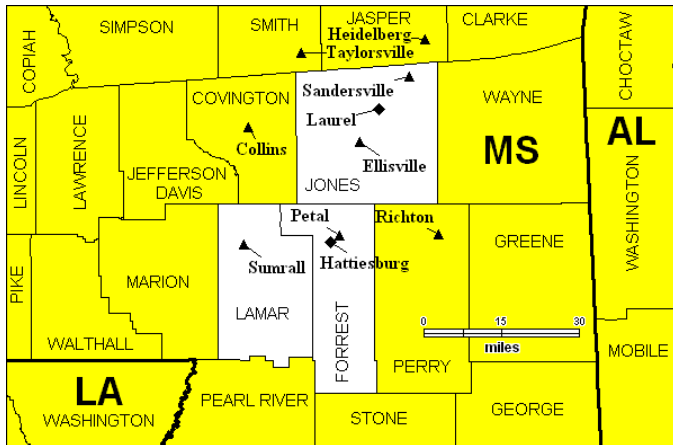
Laurel-Hattiesburg, Mississippi Combination

Printouts from BIA Media Access Pro Database

Metro Rank: 209

Revenue Rank: 249

Laurel-Hattiesburg, MS Market Overview



Metro Counties / Population (000)

| | |
|-------------|-------|
| Forrest, MS | 75.1 |
| Jones, MS | 66.1 |
| Lamar, MS | 44.9 |
| | 186.1 |

Market Radio Financials

(all figures in 000's, except percentages and ratios)

| ESTIMATED GROSS REVENUES ★ | 2001 | 2002 | 2003 | 2004 | 2005 | 2006 | Δ 01 - 06 |
|-------------------------------------|--------------|--------------|--------------|---------------|---------|---------|-----------|
| | \$5,500 | \$5,700 | \$5,900 | \$6,100 | \$6,100 | \$6,100 | 2.0% |
| | Δ 05 - 06 | 2007 | 2008 | 2009 | 2010 | 2011 | Δ 06 - 11 |
| | | \$6,200 | \$6,300 | \$6,400 | \$6,500 | \$6,600 | 1.7% |
| | | | | | | | |
| Revenue/Retail Sales | 2001 | 2006 | 2011 | Est. Breakout | | | |
| Revenue/Capita | \$2.39/1,000 | \$1.91/1,000 | \$1.67/1,000 | Local | 80% | | |
| | \$30.93 | \$32.78 | \$33.93 | National | 20% | | |

Demographic and Economic Overview

(000's, except Retail Sales and EBI in 000,000's)

| | 2001 | 2006 | Growth Rate | 2006 | 2011 | Growth Rate |
|----------------|---------|---------|-------------|---------|---------|-------------|
| MSA Population | 177.8 | 186.1 | 0.9% | 186.1 | 194.5 | 0.9% |
| Households | 66.5 | 70.3 | 1.1% | 70.3 | 74.0 | 1.0% |
| Retail Sales | 2,302.8 | 3,193.1 | 6.8% | 3,193.1 | 3,943.4 | 4.3% |
| EBI | 2,544.6 | 2,970.0 | 3.1% | 2,970.0 | 3,536.2 | 3.6% |

Demographic Breakdown

| | Total | Under 12 | 12 - 17 | 18 - 24 | 25 - 34 | 35 - 44 | 45 - 54 | Over 55 | |
|--------------------|-----------|----------|------------------|---------|-----------|---------|---------------|---------|-----------|
| Men (000) | 89.8 | 15.7 | 7.5 | 11.9 | 13.4 | 12.0 | 11.7 | 17.5 | |
| Women (000) | 96.3 | 15.1 | 7.3 | 12.7 | 13.4 | 12.5 | 12.5 | 22.8 | |
| Total | 186.1 | 30.8 | 14.8 | 24.6 | 26.8 | 24.5 | 24.2 | 40.4 | |
| Percentage | 100.0% | 16.5% | 8.0% | 13.2% | 14.4% | 13.2% | 13.0% | 21.7% | |
| Per Capita | \$ 15,959 | | Median Household | | \$ 32,489 | | Avg Household | | \$ 42,256 |
| Ethnic Population: | White | 69.6% | Black | 27.2% | Asian | 0.8% | Hispanic | 2.2% | |

Market Summary

| FM Classes | Class A | Class B | Class C | Viable Stations | All FMs | All AMs | Total |
|------------|---------|---------|---------|-----------------|---------|---------|-------|
| # Stations | 5 | | 9 | 11 | 14 | 5 | 19 |
| Tot 12+ | 23.0 | | 47.6 | 69.6 | 70.6 | 1.5 | 72.1 |
| Avg 12+ | 4.6 | | 5.3 | 6.3 | 5.0 | 0.3 | 3.8 |
| Tot LCS | 31.9 | | 66.0 | 96.5 | 97.9 | 2.1 | 100.0 |
| Avg LCS | 6.4 | | 7.3 | 8.8 | 7.0 | 0.4 | 5.3 |



FCC Geographic Market Definition for Laurel-Hattiesburg, MS

| Call Letters | AM/FM | Freq | Type Station | Format | Home Market | Market Designtn Date | Home Mkt Rank | Owner | City & State of License | County of License |
|--------------|-------|-------|--------------|-------------|--------------------------------|----------------------|---------------|--|-------------------------|-------------------|
| WAML | AM | 1340 | C | Gospel | Laurel-Hattiesburg, MS | 07/02/2003 | 209 | Walking by Faith Ministries Inc | Laurel, MS | Jones |
| WBBN | FM | 95.9 | C | Country | Laurel-Hattiesburg, MS | 07/02/2003 | 209 | Blakeney Communications Incorporated | Tailorsville, MS | Smith |
| WHSY | AM | 950 | C | Nws/Tlk/Spt | Laurel-Hattiesburg, MS | 07/02/2003 | 209 | C.W.H. Broadcasting Inc | Hattiesburg, MS | Forrest |
| WJKX | FM | 102.5 | C | Urban | Laurel-Hattiesburg, MS | 07/02/2003 | 209 | p Clear Channel | Ellisville, MS | Jones |
| WUSW | FM | 103.7 | C | Rock | Laurel-Hattiesburg, MS | 07/02/2003 | 209 | p Clear Channel | Hattiesburg, MS | Forrest |
| WFOR | AM | 1400 | C | Sports | Laurel-Hattiesburg, MS | 07/02/2003 | 209 | p Clear Channel | Hattiesburg, MS | Forrest |
| WHER | FM | 99.3 | C | Country | Laurel-Hattiesburg, MS | 07/02/2003 | 209 | p Clear Channel | Heidelberg, MS | Jasper |
| WXRR | FM | 104.5 | C | Clsc Rock | Laurel-Hattiesburg, MS | 07/02/2003 | 209 | Blakeney Communications Incorporated | Hattiesburg, MS | Forrest |
| WJMG | FM | 92.1 | C | Urban | Laurel-Hattiesburg, MS | 07/02/2003 | 209 | Floyd, Vernon C | Hattiesburg, MS | Forrest |
| WKNZ | FM | 107.1 | C | ChrsContem | Laurel-Hattiesburg, MS | 07/02/2003 | 209 | Educational Media Foundation | Collins, MS | Covington |
| WZNF | FM | 95.3 | C | Clsc Rock | Biloxi-Gulfport-Pascagoula, MS | 07/02/2003 | 144 | Dowdy & Dowdy | Lumberton, MS | Lamar |
| WNSL | FM | 100.3 | C | CHR | Laurel-Hattiesburg, MS | 07/02/2003 | 209 | p Clear Channel | Laurel, MS | Jones |
| WORV | AM | 1580 | C | Gospel | Laurel-Hattiesburg, MS | 07/02/2003 | 209 | Floyd, Vernon C | Hattiesburg, MS | Forrest |
| WEEZ | AM | 890 | C | RhyBl/Gospl | Laurel-Hattiesburg, MS | 07/02/2003 | 209 | p Clear Channel | Laurel, MS | Jones |
| WKZW | FM | 94.3 | C | Hot AC | Laurel-Hattiesburg, MS | 07/02/2003 | 209 | Blakeney Communications Incorporated | Sandersville, MS | Jones |
| WZLD | FM | 106.3 | C | RhyBl/HpHo | Laurel-Hattiesburg, MS | 07/02/2003 | 209 | p Clear Channel | Petal, MS | Forrest |
| WMXI | FM | 98.1 | C | Talk | Laurel-Hattiesburg, MS | 07/02/2003 | 209 | Rainey Broadcasting Inc | Laurel, MS | Jones |
| WXHB | FM | 96.5 | C | Gospel | Laurel-Hattiesburg, MS | 11/07/2005 | 209 | Blakeney Communications Incorporated | Richton, MS | Perry |
| WFMM | FM | 97.3 | C | News/Talk | Laurel-Hattiesburg, MS | 07/02/2003 | 209 | TeleSouth Communications Inc | Sumrall, MS | Lamar |
| WAIL | FM | 89.3 | NC | Christian | Laurel-Hattiesburg, MS | 07/02/2003 | 209 | American Family Association Incorporated | Hattiesburg, MS | Forrest |
| WATP | FM | 90.9 | NC | Christian | Laurel-Hattiesburg, MS | 07/02/2003 | 209 | American Family Association Incorporated | Laurel, MS | Jones |
| WUSM | FM | 88.5 | NC | Educational | Laurel-Hattiesburg, MS | 07/02/2003 | 209 | University of Southern Mississippi | Hattiesburg, MS | Forrest |
| WQID | FM | 105.3 | NC | CP - NOA | Laurel-Hattiesburg, MS | | 209 | Hattiesburg Urban Heritage Association | Hattiesburg, MS | Lamar |
| WGDQ | FM | 93.1 | C | Urban/Oldes | Laurel-Hattiesburg, MS | 10/07/2005 | 209 | Unity Broadcasters | Sumrall, MS | Lamar |

Number of Stations in Geographic Market 24

Previous Stations in Geographic Market

"C" - Commercial Station; "NC" - Non Commercial Station

"p" indicates pending sale to owner listed